

CERTIFICATE OF MERGER AND TRANSFER

WHEREAS, on February 16, 2012, Vision Bank, a Florida corporation (“**Vision Bank**”), which had its principal office located at 2200 Stanford Road, Panama City, Florida 32405, merged (the “**Merger**”) with and into SE Property Holdings, LLC, an Ohio limited liability company (“**SE LLC**”), which has its principal office located at 50 North Third Street, Newark, Ohio 43055, pursuant to an Agreement and Plan of Merger, dated as of January 25, 2012, by and between Vision Bank and SE LLC (the “**Plan of Merger**”); and

WHEREAS, pursuant to the Plan of Merger, SE LLC is the surviving entity in the Merger; and

WHEREAS, pursuant to Section 4(d) of the Plan of Merger, SE LLC is authorized at any time after the effective date of the Merger, which was February 16, 2012, to execute and deliver all such proper conveyances, deeds, assignments, transfers and assurances in law and do all acts necessary and proper to vest, perfect or confirm title to, and possession of, any property or right of Vision Bank in SE LLC as the surviving entity in the Merger;

NOW, THEREFORE, SE LLC hereby confirms and certifies as follows:

1. The Merger occurred and was effective pursuant to the Plan of Merger on February 16, 2012 (the “**Effective Date**”). As of the Effective Date, Vision Bank no longer exists as a separate entity.

2. On the Effective Date, by operation of law, title to all assets and real estate and other property, or any interest therein, owned by Vision Bank, by virtue of the Merger and without any deed or other transfer, became vested in SE LLC without reversion or impairment. From and after the Effective Date, by operation of law, SE LLC is responsible and liable for all the liabilities and obligations of Vision Bank. By operation of law, any claim existing or action or proceeding pending by or against Vision Bank on the Effective Date may be continued and prosecuted to judgment with right of appeal as if the Merger did not occur or SE LLC may be substituted with respect to any such claim or in any such action or proceeding for Vision Bank, as appropriate. By operation of law, neither the rights of creditors nor any liens upon the property of Vision Bank shall be impaired by the Merger.

3. On the Effective Date, Vision Bank concluded the sale of certain assets and transfer of certain liabilities pursuant to that certain Purchase and Assumption Agreement, dated as of November 16, 2011, as amended by that certain First Amendment to Purchase and Assumption Agreement, dated as of January 25, 2012, by and between Vision Bank and Vision Bank’s parent company, Park National Corporation, an Ohio corporation; and Home Bancshares, Inc., an Arkansas corporation, and its wholly-owned subsidiary Centennial Bank, an Arkansas state-chartered bank.

4. Prior to the Effective Date, Vision Bank resigned as trustee under each of the trust relationships as to which Vision Bank exercised fiduciary powers and a successor trustee was appointed. After such resignation, Vision Bank ceased engaging in fiduciary activities and surrendered its fiduciary powers to the Florida Office of Financial Regulation.

